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TO: Mary Cali COMPANY:

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Form PTQ-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31 Tab settings ⇔⇔⇔ 1 0 3 3 9 9 3	
Tab settings ⇔⇒⇒ 1033993  To the Honorable Commissions on the Honorable Commission o	the property and presched original documents or copy thereof.
1. Name of conveying party(ies): Russ Berrie and Company, Inc.	Name and address of receiving party(les)     Name: Russ Berrie U.S. Gift, Inc.     Internal     Address:
Individual(s)  General Partnership  Corporation-State  Other Corporation	Street Address: 111 Bauer Drive  City: Oakland State: NJ Zip: 07436  Individual(s) citizariahip.
Additional name(s) of conveying party(les) attached?  Yes No  3. Nature of conveyance: From RUSS Berrie 4.Co., Inc.   Assignment	General Partnership  Limited Partnership  Corporation-State  Corporation  If nesigned in not demiciled in the United States, a demostic representative designation is attached: Yes No (Designations must be a separate decurrent from sesignment) Additional nemets) & addresse( ec) attached? Yest No
A. Application number(s) or registration number(s):  A. Trademark Application No.(s)  Reg. No. 2,482,505  Int. Cl.: 28	B. Trademark Registration No.(s)
<ol><li>Name and address of party to whom correspondence concerning document should be mailed:</li></ol>	6. Total number of applications and registrations involved:
Name: Mary Cali Internal Address: Russ Berrie U.S. Gift, I	Total fee (37 CFR 3.41)
Street Address: 111 Bauer Drive	8. Deposit account number: 182351
City: Oakland State: NJ Zip: 07436	
O. Statement and planeture	April 13, 2007 Signature

Commissioner of Patient & Trademarks, Box Assignments
Washington, D.C. 20281

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04-18-2007 TRADEMARK 1 MODELIN MIRI REPLE #54 **REEL: 003546 FRAME: 0460** 

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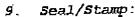
## Apostille

(Convention de La Haye du 5 Octobre 1961)

- Country: United States of America
  - This public document:
- has been signed by Harriet Smith Windsor
- 3. acting in the capacity of Secretary of State of Delaware
- 4. bears the seal/stamp of Office of Secretary of State

### Certified

- at Dover, Delaware
- 6. the twenty-fifth day of April, A.D. 2007
- 7. by Secretary of State, Delaware Department of State
- 8. No. 0314613





10. Signature:

Herrit Smith Minder

TRADEMARK REEL: 003546 FRAME: 0461

# Delaware

PAGE I

### The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "RUSS BERRIE U.S. GIFT, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF FEBRUARY, A.D. 2006, AT 10:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID

CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE

AFORESAID CORPORATION, "RUSS BERRIE U.S. GIFT, INC.".

8100.

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Warriet Smith Hindson

Harriet Smith Windsor, Secretary of State AUTHENTICATION: 5623538

DATE: 04-25-07

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State of Delaware Secretary of State Division of Corporations Delivered 10:41 AM 02/06/2006 FILED 10:40 AM 02/06/2006 SRV 060109273 - 4105418 FILE

#### CERTIFICATE OF INCORPORATION OF RUSS BERRIE U.S. GIFT, INC.

- 1. The name of the corporation is Russ Berrie U.S. Gift, Inc.
- The address of the corporation's registered office in Delaware is 874 Walker Road, Suite C, Dover (Kent County), Delaware 19904. United Corporate Services, Inc. is the corporation's registered agent at that address.
- The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
- 4. The corporation shall have authority to issue a total of 1000 shares of common stock of the par value of \$0.01 per share.
- 5. The name of the sole incorporator is Sara Adler and her mailing address is c/o Kaye Scholer LLP, 425 Park Avenue, New York, New York 10022.
- The Board of Directors shall have the power to make, alter or repeal the bylaws of the corporation.
  - 7. The election of the Board of Directors need not be by written ballot.
- 8. The corporation shall indemnify to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware as amended from time to time each person who is or was a director or officer of the corporation and the heirs, executors and administrators of such a person.
- 9. No director shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director for any act or omission occurring subsequent to the date when this provision becomes effective, except that he may be liable (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit.
- The corporation elects not to be governed by Section 203 of the Delaware General Corporation Law.

Dated: February 6, 2006

Sara Adler

Sole incorporator

31205714

RECORDED: 04/18/2007

TRADEMARK REEL: 003546 FRAME: 0463